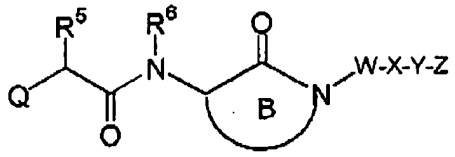
COMPLETE LIST OF CLAIMS THAT ARE OR HAVE BEEN BEFORE THE OFFICE AFTER ENTRANCE OF THE AMENDMENTS MADE HEREIN
(See next page)

1. **(CURRENTLY AMENDED)** A compound of Formula (I):



(I)

or a pharmaceutically acceptable salt ~~or prodrug~~ thereof, wherein:

Q is $-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-S-R^4$,
$-(CR^7R^{7a})_n-O-R^4$,
$-(CR^7R^{7a})_m-N(R^{7b})-R^4$,
$-(CR^7R^{7a})_n-S(=O)-R^4$,
$-(CR^7R^{7a})_n-S(=O)_2-R^4$, or
$-(CR^7R^{7a})_n-C(=O)-R^4$;
provided when n is 0, then R^4 is not H;

m is 1, 2, or 3;

n is 0, 1, or 2;

R^4 is H,
C_1-C_8 alkyl substituted with 0-3 R^{4a},
C_2-C_8 alkenyl substituted with 0-3 R^{4a},
C_2-C_8 alkynyl substituted with 0-3 R^{4a},
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
~~C_6-C_{10}~~ aryl substituted with 0-3 R^{4b}, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from is H, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, OR^{14a}, OR^{22}, SR^{22}, $C(=O)OR^{22}$, $NR^{21}R^{22}$, $S(=O)R^{22}$, $S(=O)_2R^{22}$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, C_1-C_4 haloalkyl-S-,
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
~~C_6-C_{10}~~ aryl substituted with 0-3 R^{4b}, and
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

R^5 is H;
C_1-C_6 alkyl substituted with 0-3 R^{5b};
C_2-C_6 alkenyl substituted with 0-3 R^{5b};
C_2-C_6 alkynyl substituted with 0-3 R^{5b};
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};
~~C_6-C_{10}~~ aryl substituted with 0-3 R^{5c}; and
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5b}, at each occurrence, is independently selected from:
H, C_1-C_6 alkyl, CF_3, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$;
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};
~~C_6-C_{10}~~ aryl substituted with 0-3 R^{5c}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

R^6 is H;
C_1-C_6 alkyl substituted with 0-3 R^{6a};
C_3-C_{10} carbocycle substituted with 0-3 R^{6b}; or
~~C_6-C_{10}~~ aryl substituted with 0-3 R^{6b};

R^{6a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, aryl or CF_3;

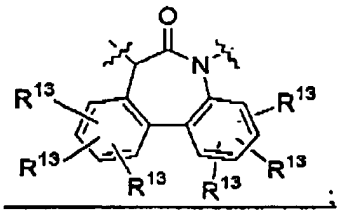
R^{6b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R^7, at each occurrence, is independently H or C_1-C_4 alkyl;

R^{7a}, at each occurrence, is independently H or C_1-C_4 alkyl;

R^{7b} is H or C_1-C_4 alkyl;

Ring B is



~~a 7 membered lactam,~~

~~wherein the lactam is saturated, partially saturated or unsaturated;~~
~~wherein each additional lactam carbon is substituted with 0-2 R^{11}; and,~~
~~optionally, the lactam contains a heteroatom selected from -O-, -S-, -S(=O)-, -S(=O)$_2$-, -N=, -NH-, and -N(R^{10})-;~~

~~additionally, two R^{11} substituents on adjacent atoms may be combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-4 R^{13};~~

~~additionally, two R^{11} substituents on adjacent atoms may be combined to form a 5- to 6-membered heteroaryl fused radical, wherein said 5- to 6-membered heteroaryl fused radical comprises 1 or 2 heteroatoms selected from N, O, and S; wherein said 5 to 6 membered heteroaryl fused radical is substituted with 0-3 R^{13};~~

~~additionally, two R^{11} substituents on the same or adjacent carbon atoms may be combined to form a C_3-C_6 carbocycle substituted with 0-3 R^{13};~~

~~R^{10} is H, C(=O)R^{17}, C(=O)OR^{17}, C(=O)N$R^{18}R^{19}$,~~
~~S(=O)$_2$N$R^{18}R^{19}$, S(=O)$_2R^{17}$,~~
~~C_1-C_6-alkyl optionally substituted with 0-3 R^{10a},~~
~~C_6-C_{10} aryl substituted with 0-4 R^{10b},~~
~~C_3-C_{10} carbocycle substituted with 0-3 R^{10b}; or~~
~~5- to 10-membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{10b};~~

~~R^{10a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, N$R^{15}R^{16}$, CF_3, or aryl substituted with 0-4 R^{10b};~~

~~R^{10b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, N$R^{15}R^{16}$, CF_3, acetyl, SCH_3, S(=O)CH_3, S(=O)$_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl S-;~~

~~R^{11}, at each occurrence, is independently selected from~~

~~H, C_1-C_4 alkoxy, Cl, F, Br, I, =O, CN, NO_2, $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, CF_3;~~

~~C_1-C_6 alkyl optionally substituted with 0-3 R^{11a};~~

~~C_6-C_{10} aryl substituted with 0-3 R^{11b};~~

~~C_3-C_{10} carbocycle substituted with 0-3 R^{11b}; or~~

~~5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};~~

~~R^{11a}, at each occurrence, is independently selected from~~

~~H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3;~~

~~phenyl substituted with 0-3 R^{11b};~~

~~C_3-C_6 cycloalkyl substituted with 0-3 R^{11b}; and~~

~~5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b};~~

~~R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$;~~

~~C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,~~

~~C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl S ;~~

W is a bond or $-(CR^8R^{8a})_p-$;

p is 0, 1, 2, 3, or 4;

R^8 and R^{8a}, at each occurrence, are independently selected from H, F, C_1-C_4 alkyl, C_2-C_4 alkenyl, C_2-C_4 alkynyl and C_3-C_8 cycloalkyl;

X is a bond;

C_6-C_{10} aryl substituted with 0-3 R^{Xb};

C_3-C_{10} carbocycle substituted with 0-3 R^{Xb}; or

5 to 10 membered heterocycle substituted with 0-2 R^{Xb};

R^{Xb}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and C_1-C_4 halothioalkoxy;

Y is a bond or $-(CR^9R^{9a})_t$-V-$(CR^9R^{9a})_u$-;

t is 0, 1, or 2;

u is 0, 1, or 2;

R^9 and R^{9a}, at each occurrence, are independently selected from H, F, C_1-C_6 alkyl or C_3-C_8 cycloalkyl;

V is a bond, -C(=O)-, -O-, -S-, -S(=O)-, -S(=O)2-, -N(R^{19})-, -C(=O)NR^{19b}-, -NR^{19b}C(=O)-, -$NR^{19b}S(=O)_2$-, -$S(=O)_2NR^{19b}$-, -$NR^{19b}S(=O)$-, -$S(=O)NR^{19b}$-, -C(=O)O-, or -OC(=O)-;

Z is H;

C_1-C_8 alkyl substituted with 0-3 R^{12a};

C_2-C_6 alkenyl substituted with 0-3 R^{12a};

C_2-C_6 alkynyl substituted with 0-3 R^{12a};

~~C_6-C_{10}~~ aryl substituted with 0-4 R^{12b};

C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12a}, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, -C(=O)$NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,

C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,

C_1-C_4 haloalkoxy, C_1-C_4 haloalkyl-S-,

~~C_6-C_{10}~~ aryl substituted with 0-4 R^{12b};

C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12b}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, aryl, C_3-C_6 cycloalkyl,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

R^{13}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl, or C_3-C_6 cycloalkyl;

R^{14a} is H, phenyl, benzyl, or C_1-C_4 alkyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{16}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

alternatively, R^{15} and R^{16}, together with the nitrogen to which they are attached, may combine to form a 4-7 membered ring wherein said 4-7 membered ring optionally contains an additional heteroatom selected from O or NH;

R^{17} is H, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl,
aryl substituted by 0-4 R^{17a}, or
-CH_2-aryl substituted by 0-4 R^{17a};

R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF_3, OCF_3, SCH_3, $S(O)CH_3$, SO_2CH_3, $-NH_2$, $-N(CH_3)_2$, or C_1-C_4 haloalkyl;

R^{18}, at each occurrence, is independently selected from
H, C_1-C_6 alkyl, phenyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{19}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, phenyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{19b}, at each occurrence, is independently is H or C_1-C_4 alkyl;

R^{21} is H, phenyl, benzyl, or C_1-C_4 alkyl; and

R^{22} is C_1-C_4 alkyl, C_2-C_4 alkenyl, or C_3-C_4 alkynyl.

2. **(CURRENTLY AMENDED)** A compound, according to Claim 1, of Formula (I) or a pharmaceutically acceptable salt ~~or prodrug~~ thereof, wherein:

Q is $-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-S-R^4$,
$-(CR^7R^{7a})_n-O-R^4$, or
$-(CR^7R^{7a})_m-N(R^{7b})-R^4$;

m is 1 or 2;

n is 0 or 1;

R^4 is H,
C_1-C_8 alkyl substituted with 0-3 R^{4a},
C_2-C_8 alkenyl substituted with 0-3 R^{4a},
C_2-C_8 alkynyl substituted with 0-3 R^{4a},

C_3-C_{10} carbocycle substituted with 0-3 R^{4b},

~~C_6-C_{10}~~ aryl substituted with 0-3 R^{4b}, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from is H, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, OR^{14a}, $C(=O)OR^{22}$, SR^{22}, OR^{22}, $NR^{21}R^{22}$, $S(=O)R^{22}$, $S(=O)_2R^{22}$,

C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,

C_1-C_4 haloalkoxy, C_1-C_4 haloalkyl-S-,

C_3-C_{10} carbocycle substituted with 0-3 R^{4b},

~~C_6-C_{10}~~ aryl substituted with 0-3 R^{4b}, and

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,

C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,

C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

R^5 is H;

C_1-C_6 alkyl substituted with 0-3 R^{5b};

C_2-C_6 alkenyl substituted with 0-3 R^{5b};

C_2-C_6 alkynyl substituted with 0-3 R^{5b};

C_3-C_{10} carbocycle substituted with 0-3 R^{5c};

~~C_6-C_{10}~~ aryl substituted with 0-3 R^{5c}; and

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5b}, at each occurrence, is independently selected from:

H, C_1-C_6 alkyl, CF_3, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$;

C_3-C_{10} carbocycle substituted with 0-3 R^{5c};

~~C_6-C_{10}~~ aryl substituted with 0-3 R^{5c}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

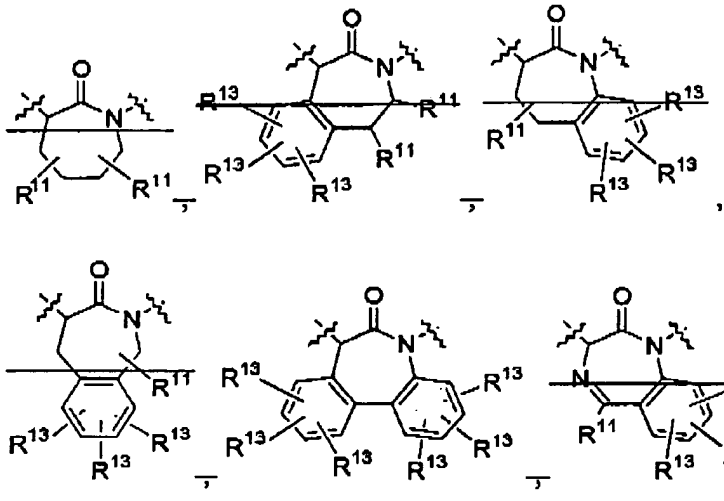
R^6 is H, methyl, or ethyl;

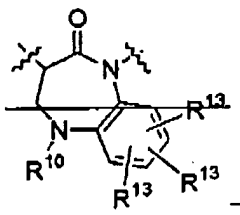
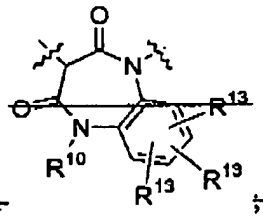
R^7, at each occurrence, is independently H or C_1-C_4 alkyl;

R^{7a}, at each occurrence, is independently H or C_1-C_4 alkyl;

R^{7b} is H or C_1-C_4 alkyl;

Ring B is ~~selected from~~:



~~, and~~

~~R^{10} is H, C(=O)R^{17}, C(=O)OR^{17}, C(=O)N$R^{18}R^{19}$,~~
~~S(=O)$_2$N$R^{18}R^{19}$, S(=O)$_2R^{17}$,~~
~~C_1-C_6 alkyl optionally substituted with 0-3 R^{10a},~~
~~C_6-C_{10} aryl substituted with 0-4 R^{10b},~~
~~C_3-C_{10} carbocycle substituted with 0-3 R^{10b}, or~~
~~5- to 10-membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5- to 10-membered heterocycle is substituted with 0-3 R^{10b},~~

~~R^{10a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, N$R^{15}R^{16}$, CF_3, or aryl substituted with 0-4 R^{10b},~~

~~R^{10b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, N$R^{15}R^{16}$, CF_3, acetyl, SCH_3, S(=O)CH_3, S(=O)$_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;~~

~~R^{11}, at each occurrence, is independently selected from~~
~~H, C_1-C_4 alkoxy, Cl, F, Br, I, =O, CN, NO_2, N$R^{18}R^{19}$, C(=O)R^{17}, C(=O)OR^{17}, C(=O)N$R^{18}R^{19}$, S(=O)$_2$N$R^{18}R^{19}$, CF_3,~~
~~C_1-C_6 alkyl optionally substituted with 0-3 R^{11a},~~
~~C_6-C_{10} aryl substituted with 0-3 R^{11b},~~
~~C_3-C_{10} carbocycle substituted with 0-3 R^{11b}, or~~
~~5- to 10-membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5- to 10-membered heterocycle is substituted with 0-3 R^{11b},~~

~~R^{11a}, at each occurrence, is independently selected from~~
~~H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, N$R^{15}R^{16}$, CF_3,~~

~~phenyl substituted with 0-3 R^{11b};~~
~~C_3-C_6 cycloalkyl substituted with 0-3 R^{11b}; and~~
~~5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b};~~

~~R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;~~

W is a bond or $-(CH_2)_p-$;

p is 1 or 2;

X is a bond;
phenyl substituted with 0-2 R^{Xb};
C_3-C_6 carbocycle substituted with 0-2 R^{Xb}; or
5 to 6 membered heterocycle substituted with 0-2 R^{Xb};

R^{Xb}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_3 haloalkyl, C_1-C_3 haloalkoxy, and C_1-C_3 halothioalkoxy;

Y is a bond, $-C(=O)-$, $-O-$, $-S-$, $-S(=O)-$, $-S(=O)_2-$, $-N(R^{19})-$, $-C(=O)NR^{19b}-$, $-NR^{19b}C(=O)-$, $-NR^{19b}S(=O)_2-$, $-S(=O)_2NR^{19b}-$, $-NR^{19b}S(=O)-$, $-S(=O)NR^{19b}-$, $-C(=O)O-$, or $-OC(=O)-$;

Z is H;
C_1-C_8 alkyl substituted with 0-3 R^{12a};
C_2-C_6 alkenyl substituted with 0-3 R^{12a};
C_2-C_6 alkynyl substituted with 0-3 R^{12a};
~~C_6-C_{10}~~ aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12a}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, $-C(=O)NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, C_1-C_4 haloalkyl-S-,
~~C_6-C_{10}~~ aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12b}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

R^{13}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl, or C_3-C_6 cycloalkyl;

R^{14a} is H, phenyl, benzyl, or C_1-C_4 alkyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{16}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

alternatively, R^{15} and R^{16}, together with the nitrogen to which they are attached, may combine to form a 4-7 membered ring wherein said 4-7 membered ring optionally contains an additional heteroatom selected from O or NH;

R^{17} is H, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl, aryl substituted by 0-4 R^{17a}, or -CH_2-aryl substituted by 0-4 R^{17a};

R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF_3, OCF_3, SCH_3, $S(O)CH_3$, SO_2CH_3, $-NH_2$, $-N(CH_3)_2$, or C_1-C_4 haloalkyl;

R^{18}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, phenyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

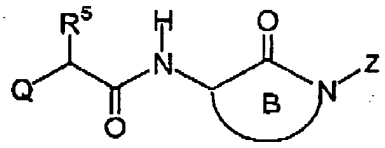
R^{19}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, phenyl, benzyl, phenethyl;

R^{19b}, at each occurrence, is independently is H or C_1-C_4 alkyl;

R^{21} is H, phenyl, benzyl, or C_1-C_4 alkyl; and

R^{22} is C_1-C_4 alkyl, C_2-C_4 alkenyl, or C_3-C_4 alkynyl.

3. (CURRENTLY AMENDED) A compound, according to Claim 2, of Formula (Ib):



(Ib)

or a pharmaceutically acceptable salt ~~or prodrug~~ thereof,

wherein:

Q is $-(CHR^7)_m-R^4$,
$-(CHR^7)_n-S-R^4$,
$-(CHR^7)_n-O-R^4$, or
$-(CHR^7)_m-N(R^{7b})-R^4$;

m is 1 or 2;

n is 0 or 1;

R^4 is H,
C_1-C_8 alkyl substituted with 0-3 R^{4a},
C_2-C_8 alkenyl substituted with 0-3 R^{4a},
C_2-C_8 alkynyl substituted with 0-3 R^{4a},
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
~~C_6-C_{10}~~ aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from is H, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$,
CF_3, OR^{14a}, $C(=O)OR^{22}$, SR^{22}, OR^{22}, $NR^{21}R^{22}$, $S(=O)R^{22}$, $S(=O)_2R^{22}$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, C_1-C_4 haloalkyl-S-,
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
~~C_6-C_{10}~~ aryl substituted with 0-3 R^{4b}, and
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,

C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

R^5 is H;

C_1-C_6 alkyl substituted with 0-3 R^{5b};

C_2-C_6 alkenyl substituted with 0-3 R^{5b};

C_2-C_6 alkynyl substituted with 0-3 R^{5b};

C_3-C_{10} carbocycle substituted with 0-3 R^{5c};

~~C_6-C_{10}~~ aryl substituted with 0-3 R^{5c}; and

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5b}, at each occurrence, is independently selected from:

H, C_1-C_6 alkyl, CF_3, Cl, F, Br, I, =O, CN, NO_2, $R^{15}R^{16}$;

C_3-C_{10} carbocycle substituted with 0-3 R^{5c};

~~C_6-C_{10}~~ aryl substituted with 0-3 R^{5c}; or

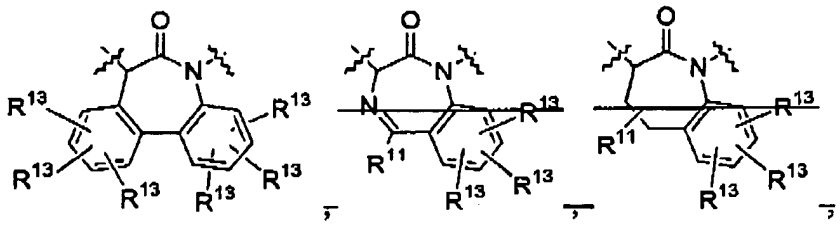
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

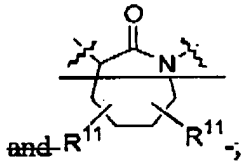
R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and
C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

R^7, at each occurrence, is independently H, methyl, or ethyl;

R^{7b} is H, methyl, or ethyl;

Ring B is ~~selected from~~:





and ~~R11~~ ~~R11~~ ~~-~~;

~~R^{11}, at each occurrence, is independently selected from~~

~~H, C_1-C_4-alkoxy, Cl, F, Br, I, =O, CN, NO_2, $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$,~~
~~$C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, CF_3;~~

~~C_1-C_6-alkyl optionally substituted with 0-3 R^{11a};~~

~~C_6-C_{10} aryl substituted with 0-3 R^{11b};~~

~~C_3-C_{10} carbocycle substituted with 0-3 R^{11b}; or~~

~~5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};~~

~~R^{11a}, at each occurrence, is independently selected from~~

~~H, C_1-C_6-alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3;~~

~~phenyl substituted with 0-3 R^{11b};~~

~~C_3-C_6-cycloalkyl substituted with 0-3 R^{11b}; and~~

~~5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b};~~

~~R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2,~~
~~$NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,~~
~~C_1-C_6-alkyl, C_1-C_4-alkoxy, C_1-C_4-haloalkyl,~~
~~C_1-C_4-haloalkoxy, and C_1-C_4-haloalkyl-S-;~~

W is a bond;

X is a bond;
Y is a bond;

Z is H;
C_1-C_8 alkyl substituted with 0-3 R^{12a};
C_2-C_6 alkenyl substituted with 0-3 R^{12a};
C_2-C_6 alkynyl substituted with 0-3 R^{12a};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12a}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, $-C(=O)NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, C_1-C_4 haloalkyl-S-,
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12b}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

R^{13}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl, or C_3-C_6 cycloalkyl;

R^{14a} is H, phenyl, benzyl, or C_1-C_4 alkyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{16}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

alternatively, R^{15} and R^{16}, together with the nitrogen to which they are attached, may combine to form a 4-7 membered ring wherein said 4-7 membered ring optionally contains an additional heteroatom selected from O or NH;

R^{17} is H, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl,
aryl substituted by 0-4 R^{17a}, or
-CH_2-aryl substituted by 0-4 R^{17a};

R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF_3, OCF_3, SCH_3, $S(O)CH_3$, SO_2CH_3, -NH_2, -$N(CH_3)_2$, or C_1-C_4 haloalkyl;

R^{18}, at each occurrence, is independently selected from
H, C_1-C_6 alkyl, phenyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{19}, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, phenyl, benzyl, phenethyl;

R^{21} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl; and

R^{22} is methyl, ethyl, propyl, butyl, propenyl, butenyl, and propargyl.

4. **(CURRENTLY AMENDED)** A compound according to Claim 3 of Formula (I)

or a pharmaceutically acceptable salt ~~or prodrug~~ thereof,
wherein:

Q is $-(CH_2)_m-R^4$,
$-(CH_2)_n-S-R^4$,
$-(CH_2)_n-O-R^4$, or
$-(CH_2)_m-N(H)-R^4$;

m is 1 or 2;

n is 0 or 1;

R^4 is C_1-C_8 alkyl substituted with 0-3 R^{4a},
C_2-C_8 alkenyl substituted with 0-3 R^{4a},
C_2-C_8 alkynyl substituted with 0-3 R^{4a},
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from is H, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$,
CF_3, $C(=O)OR^{22}$, SR^{22}, OR^{22}, OR^{14a}, $NR^{21}R^{22}$, $S(=O)R^{22}$, $S(=O)_2R^{22}$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, C_1-C_4 haloalkyl-S-,
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
~~C_6-C_{10}~~ aryl substituted with 0-3 R^{4b}, and
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,

C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

R^5 is H;

C_1-C_6 alkyl substituted with 0-3 R^{5b};

C_2-C_6 alkenyl substituted with 0-3 R^{5b};

C_2-C_6 alkynyl substituted with 0-3 R^{5b};

C_3-C_{10} carbocycle substituted with 0-3 R^{5c};

~~C_6-C_{10}~~ aryl substituted with 0-3 R^{5c}; and

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5b}, at each occurrence, is independently selected from:

H, C_1-C_6 alkyl, CF_3, Cl, F, Br, I, =O, CN, NO_2, $R^{15}R^{16}$;

C_3-C_{10} carbocycle substituted with 0-3 R^{5c};

~~C_6-C_{10}~~ aryl substituted with 0-3 R^{5c}; or

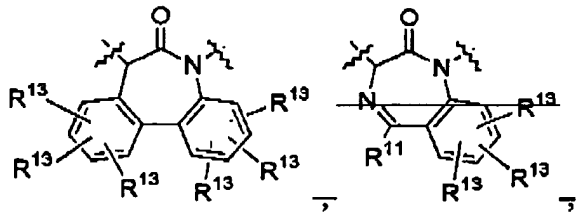
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

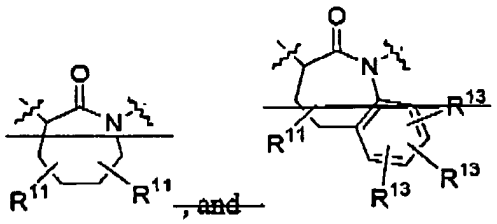
R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,

C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and

C_1-C_4 haloalkoxy;

Ring B is selected from:





~~, and~~ ;

~~R^{11}, at each occurrence, is independently selected from~~

~~H, =O, $NR^{18}R^{19}$, CF_3;~~

~~C_1-C_4 alkyl optionally substituted with 0-1 R^{11a};~~

~~phenyl substituted with 0-3 R^{11b};~~

~~C_3-C_6 carbocycle substituted with 0-3 R^{11b}; and~~

~~5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;~~

~~R^{11a}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, OR^{14}, F, Cl, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};~~

~~R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;~~

W is a bond;
X is a bond;
Y is a bond;

Z is H;

C_1-C_8 alkyl substituted with 0-3 R^{12a};

C_2-C_6 alkenyl substituted with 0-3 R^{12a}; or

C_2-C_6 alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, $-C(=O)NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, C_1-C_4 haloalkyl-S-,
~~C_6-C_{10}~~ aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b}; and wherein said 5 to 10 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, tetrazolyl, benzofuranyl, benzothiofuranyl, indolyl, benzimidazolyl, 1*H*-indazolyl, oxazolidinyl, isoxazolidinyl, benzotriazolyl, benzisoxazolyl, oxindolyl, benzoxazolinyl, quinolinyl, and isoquinolinyl;

R^{12b}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

R^{13}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl, or C_3-C_6 cycloalkyl;

R^{14a} is H, phenyl, benzyl, or C_1-C_4 alkyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_4 alkyl)-C(=O)-, and (C_1-C_4 alkyl)-$S(=O)_2$-;

R^{16}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, benzyl, phenethyl,
(C_1-C_4 alkyl)-C(=O)-, and (C_1-C_4 alkyl)-$S(=O)_2$-; and

alternatively, R^{15} and R^{16}, together with the nitrogen to

which they are attached, may combine to form a 4-6 membered ring wherein said 4-6 membered ring optionally contains an additional heteroatom selected from O or NH, wherein said 4-6 membered ring is selected from imidazolidinyl, oxazolidinyl, thiazolidinyl, piperazinyl, morpholinyl, and thiomorpholinyl;

R^{18}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, phenyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-S(=O)2-;

R^{19}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, phenyl, benzyl, phenethyl;

R^{21} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl; and

R^{22} is methyl, ethyl, propyl, butyl, propenyl, butenyl, and propargyl.

5. (CURRENTLY AMENDED) A compound according to Claim 4 wherein:

Q is $-CH_2R^4$, $-O-R^4$, or $-CH_2-NH-R^4$;

R^4 is C_1-C_6 alkyl substituted with 0-3 R^{4a},
C_2-C_6 alkenyl substituted with 0-3 R^{4a},
C_2-C_6 alkynyl substituted with 0-3 R^{4a},
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from H, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, $C(=O)OR^{22}$, SR^{22}, OR^{14a}, OR^{22}, $NR^{21}R^{22}$, $S(=O)R^{22}$, $S(=O)_2R^{22}$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, C_1-C_4 haloalkyl-S-, C_3-C_{10} carbocycle substituted with 0-3 R^{4b}, ~~C_6-C_{10}~~ aryl substituted with 0-3 R^{4b}, and 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

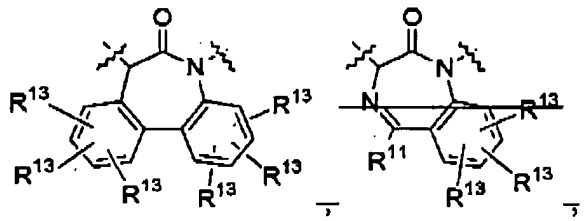
R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

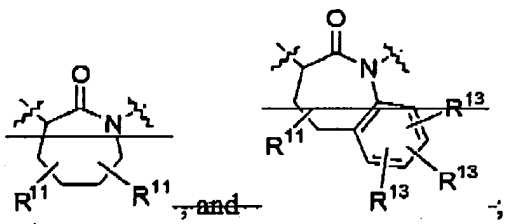
R^5 is H; C_1-C_6 alkyl substituted with 0-3 R^{5b}; C_2-C_6 alkenyl substituted with 0-3 R^{5b}; or C_2-C_6 alkynyl substituted with 0-3 R^{5b};

R^{5b}, at each occurrence, is independently selected from: H, methyl, ethyl, propyl, butyl, CF_3, Cl, F, Br, I, =O; C_3-C_6 carbocycle substituted with 0-3 R^{5c}; phenyl substituted with 0-3 R^{5c}; or 5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

Ring B is ~~selected from~~:





~~, and~~

;

~~R^{11}, at each occurrence, is independently selected from~~

~~H, =O, $NR^{18}R^{19}$, CF_3;~~

~~C_1-C_4 alkyl optionally substituted with 0-1 R^{11a};~~

~~phenyl substituted with 0-3 R^{11b};~~

~~C_3-C_6 carbocycle substituted with 0-3 R^{11b}; and~~

~~5- to 6-membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5- to 6-membered heterocycle is substituted with 0-3 R^{11b}; wherein said 5- to 6-membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;~~

~~R^{11a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, phenoxy, F, Cl, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};~~

~~R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;~~

W is a bond;

X is a bond;

Y is a bond;

Z is H;

C_1-C_4 alkyl substituted with 0-3 R^{12a};

C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or

C_2-C_4 alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from

H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from

H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_4 alkyl, or C_2-C_4 alkoxyalkyl;

R^{14a} is H, phenyl, benzyl, or C_1-C_4 alkyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, and benzyl;

R^{16}, at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-$S(=O)_2$-, and ethyl-$S(=O)_2$-;

R^{18}, at each occurrence, is independently selected from

H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl;

R^{19}, at each occurrence, is independently selected from

H, methyl, ethyl, propyl, and butyl;

R^{21} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl; and

R^{22} is methyl, ethyl, propyl, butyl, propenyl, butenyl, and propargyl.

6. (CURRENTLY AMENDED) A compound according to Claim 5 or a pharmaceutically acceptable salt ~~or prodrug~~ thereof wherein:

Q is $-CH_2R^4$, $-O-R^4$, or $-CH_2-NH-R^4$;

R^4 is C_1-C_6 alkyl substituted with 0-2 R^{4a},
C_2-C_6 alkenyl substituted with 0-2 R^{4a},
C_2-C_6 alkynyl substituted with 0-2 R^{4a}, or
C_3-C_6 cycloalkyl substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from is H, OH, F, Cl, Br, I, CN, $NR^{15}R^{16}$, CF_3, methyl, ethyl, propyl, methoxy, ethoxy, propoxy, OCF_3;
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

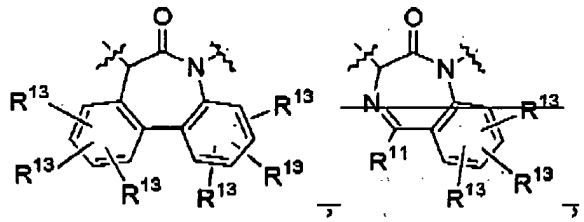
R^5 is H;
C_1-C_4 alkyl substituted with 0-1 R^{5b};
C_2-C_4 alkenyl substituted with 0-1 R^{5b}; or
C_2-C_4 alkynyl substituted with 0-1 R^{5b};

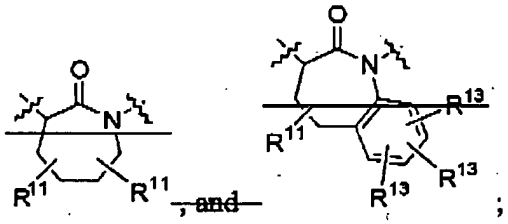
R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3;
C_3-C_6 carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; and
5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-

3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

Ring B is ~~selected from~~:





~~, and~~ ;

~~R^{11}, at each occurrence, is independently selected from~~

~~H, =O, $NR^{18}R^{19}$;~~

~~C_1-C_4 alkyl optionally substituted with 0-1 R^{11a};~~

~~phenyl substituted with 0-3 R^{11b};~~

~~5-to-6-membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b}; wherein said 5-to-6-membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;~~

~~R^{11a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, methoxy, ethoxy, propoxy, phenoxy, F, Cl, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};~~

~~R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;~~

W is a bond;
X is a bond;
Y is a bond;

Z is H;
C_1-C_4 alkyl substituted with 0-1 R^{12a};
C_2-C_4 alkenyl substituted with 0-1 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-1 R^{12a};

R^{12a}, at each occurrence, is independently selected from
H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl; and

R^{16}, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, benzyl, and phenethyl;

R^{18}, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, and butyl.

7. **(CURRENTLY AMENDED)** A compound according to Claim 6 wherein:

R^5 is -CH_3, -CH_2CH_3, -$CH_2CH_2CH_3$, -$CH_2CH(CH_3)_2$, -$CH_2CH_2CH_2CH_3$,
-$CH_2CH_2CH_2CH_2CH_3$, -$CH_2CH_2CH(CH_3)_2$,-$CH_2CH_2CH_2CH_2CH_2CH_3$,
-$CH_2CH_2CH_2CH(CH_3)_2$, -$CH_2CH_2CH_2CH_2CH(CH_3)_2$, -$CH_2NH_2$,
-$CH_2N(CH_3)_2$, -$CH_2N(CH_2CH_3)_2$, -$CH_2CH_2NH_2$, -$CH_2CH_2N(CH_3)_2$,
-$CH_2CH_2N(CH_2CH_3)_2$, -CH_2-cyclopropyl, -CH_2-cyclobutyl,
-CH_2-cyclopentyl, -CH_2-cyclohexyl,
-CH_2CH_2-cyclopropyl, -CH_2CH_2-cyclobutyl,
-CH_2CH_2-cyclopentyl, or -CH_2CH_2-cyclohexyl;

Q is -CH_3, -CH_2CH_3, -$CH_2CH_2CH_3$, -$CH_2CH(CH_3)_2$, -$CH_2CH_2CH_2CH_3$, -$CH_2CH_2CH_2CH_2CH_3$, -$CH_2CH_2CH(CH_3)_2$, -$CH_2CH_2CH_2CH_2CH_2CH_3$, -$CH_2CH_2CH_2CH(CH_3)_2$, -$CH_2CH_2CH_2CH_2CH_2CH_2CH_3$,
-$CH_2CH_2CH_2CH_2CH(CH_3)_2$, -$CH_2$-cyclopropyl,
-CH_2-cyclobutyl, -CH_2-cyclopentyl, -CH_2-cyclohexyl,
-CH_2CH_2-cyclopropyl, -CH_2CH_2-cyclobutyl,
-CH_2CH_2-cyclopentyl, -CH_2CH_2-cyclohexyl,
-OCH_3, -OCH_2CH_3, -$OCH_2CH_2CH_3$, -$OCH(CH_3)_2$,
-$OCH_2CH_2CH_2CH_3$, -$OCH_2CH(CH_3)_2$, -$OCH_2CH_2CH(CH_3)_2$,
-$OCH_2CH_2CH_2CH_2CH_3$, -$OCH_2CH_2CH_2CH_2CH_2CH_3$,
-$OCH_2CH_2CH_2CH(CH_3)_2$, -$OCH_2CH_2CH_2CH_2CH(CH_3)_2$,
-OCH_2-cyclopropyl, -OCH_2-cyclobutyl,
-OCH_2-cyclopentyl, -OCH_2-cyclohexyl,
-OCH_2CH_2-cyclopropyl, -OCH_2CH_2-cyclobutyl,
-OCH_2CH_2-cyclopentyl,-OCH_2CH_2-cyclohexyl,
-$CH_2OCH_2CH_3$, -$CH_2OCH_2CH_2CH_3$, -CH_2-$OCH(CH_3)_2$,
-$CH_2OCH_2CH_2CH_2CH_3$, -$CH_2OCH_2CH(CH_3)_2$,
-$CH_2OCH_2CH_2CH_2CH_2CH_3$, -$CH_2OCH_2CH_2CH(CH_3)_2$,
-$CH_2OCH_2CH_2CH_2CH(CH_3)_2$, -$CH_2O$-cyclopropyl,
-CH_2O-cyclobutyl, -CH_2O-cyclopentyl,
-CH_2O-cyclohexyl, -CH_2OCH_2-cyclopropyl,
-CH_2OCH_2-cyclobutyl, -CH_2OCH_2-cyclopentyl,
-CH_2OCH_2-cyclohexyl; -$CH_2(NH)CH_3$,
-$CH_2(NH)CH_2CH_3$, -$CH_2(NH)CH_2CH_2CH_3$, -CH_2-$(NH)CH(CH_3)_2$,
-$CH_2(NH)CH_2CH_2CH_2CH_3$, -$CH_2(NH)CH_2CH(CH_3)_2$,

-$CH_2(NH)CH_2CH_2CH_2CH_2CH_3$, -$CH_2(NH)CH_2CH_2CH(CH_3)_2$,
-$CH_2(NH)CH_2CH_2CH_2CH(CH_3)_2$, -$CH_2(NH)$-cyclopropyl,
-$CH_2(NH)$-cyclobutyl, -$CH_2(NH)$-cyclopentyl,
-$CH_2(NH)$-cyclohexyl, -$CH_2(NH)CH_2$-cyclopropyl,
-$CH_2(NH)CH_2$-cyclobutyl, -$CH_2(NH)CH_2$-cyclopentyl,
or -$CH_2(NH)CH_2$-cyclohexyl;

W is a bond;
X is a bond;
Y is a bond;

Z is methyl, ethyl, i-propyl, n-propyl, n-butyl, i-butyl, s-butyl, t-butyl, or allyl;

~~R^{11}, at each occurrence, is independently selected from~~
~~H, =O, methyl, ethyl, phenyl, benzyl, phenethyl,~~
~~4-F-phenyl, (4-F-phenyl)CH_2-, (4-F-phenyl)CH_2CH_2-,~~
~~3-F-phenyl, (3-F-phenyl)CH_2-, (3-F-phenyl)CH_2CH_2-,~~
~~2-F-phenyl, (2-F-phenyl)CH_2-, (2-F-phenyl)CH_2CH_2-,~~
~~4-Cl-phenyl, (4-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2CH_2-,~~
~~3-Cl-phenyl, (3-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2CH_2-,~~
~~4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-,~~
~~3-CH_3-phenyl, (3-CH_3-phenyl)CH_2-, (3-CH_3-phenyl)CH_2CH_2-,~~
~~4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, (4-CF_3-phenyl)CH_2CH_2-,~~
~~pyrid-2-yl, 4-F-pyrid-2-yl, 4-Cl-pyrid-2-yl,~~
~~4-CH_3-pyrid-2-yl, 4-CF_3-pyrid-2-yl, pyrid-3-yl,~~
~~4-F-pyrid-3-yl, 4-Cl-pyrid-3-yl, 4-CH_3-pyrid-3-yl,~~
~~4-CF_3-pyrid-3-yl, or pyrid-4-yl;~~ and

R^{13}, at each occurrence, is independently selected from
H, F, Cl, OH, -CH_3, -CH_2CH_3, -OCH_3, or -CF_3.

8. **(CURRENTLY AMENDED)** A compound according to Claim 2 of Formula (I) or a pharmaceutically acceptable salt ~~or prodrug~~ thereof

wherein:

Q is $-(CH_2)_m-R^4$,
$-(CH_2)_n-S-R^4$,
$-(CH_2)_n-O-R^4$, or
$-(CH_2)_m-N(H)-R^4$;

m is 1 or 2;

n is 0 or 1;

R^4 is C_1-C_8 alkyl substituted with 0-3 R^{4a},
C_2-C_8 alkenyl substituted with 0-3 R^{4a},
C_2-C_8 alkynyl substituted with 0-3 R^{4a},
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
~~C_6-C_{10}~~ aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from is H, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$,
CF_3, $C(=O)OR^{22}$, SR^{22}, OR^{22}, OR^{14a}, $NR^{21}R^{22}$, $S(=O)R^{22}$, $S(=O)_2R^{22}$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, C_1-C_4 haloalkyl-S-,
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
~~C_6-C_{10}~~ aryl substituted with 0-3 R^{4b}, and
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

R^5 is H;

C_1-C_6 alkyl substituted with 0-3 R^{5b};

C_2-C_6 alkenyl substituted with 0-3 R^{5b};

C_2-C_6 alkynyl substituted with 0-3 R^{5b};

C_3-C_{10} carbocycle substituted with 0-3 R^{5c};

~~C_6-C_{10}~~ aryl substituted with 0-3 R^{5c}; and

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5b}, at each occurrence, is independently selected from:

H, C_1-C_6 alkyl, CF_3, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$;

C_3-C_{10} carbocycle substituted with 0-3 R^{5c};

C_6-C_{10} aryl substituted with 0-3 R^{5c}; or

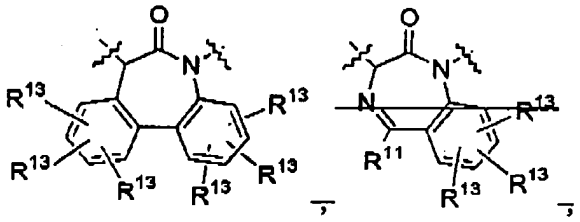
~~5 to 10~~ membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

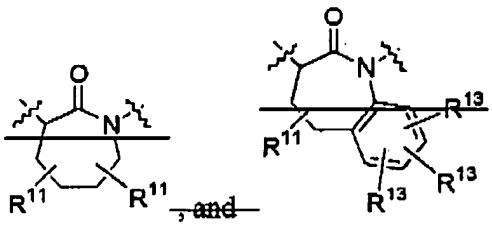
R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,

C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and

C_1-C_4 haloalkoxy;

Ring B is ~~selected from~~:





~~, and~~

;

~~R^{11}, at each occurrence, is independently selected from~~

~~H, =O, $NR^{18}R^{19}$, CF_3;~~

~~C_1-C_4 alkyl optionally substituted with 0-3 R^{11a};~~

~~phenyl substituted with 0-3 R^{11b};~~

~~C_3-C_6 carbocycle substituted with 0-3 R^{11b}; or~~

~~5- to 6-membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5- to 6-membered heterocycle is substituted with 0-3 R^{11b}; and wherein said 5- to 6-membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;~~

~~R^{11a}, at each occurrence, is independently selected from~~

~~H, C_1-C_4 alkyl, OR^{14}, Cl, F, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};~~

~~R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_4 haloalkoxy;~~

W is a bond, $-CH_2-$, $-CH_2CH_2-$;

X is a bond;

phenyl substituted with 0-2 R^{Xb};

C_3-C_6 cycloalkyl substituted with 0-2 R^{Xb}; or

5 to 6 membered heterocycle substituted with 0-2 R^{Xb};

R^{Xb}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

Y is a bond, -C(=O)-, -O-, -S-, -S(=O)-, -$S(=O)_2$-,
-$N(R^{19})$-, -$C(=O)NR^{19b}$-, -$NR^{19b}C(=O)$-, -$NR^{19b}S(=O)_2$-,
-$S(=O)_2NR^{19b}$-, -$NR^{19b}S(=O)$-, -$S(=O)NR^{19b}$-, -C(=O)O-,
or -OC(=O)-;

Z is C_1-C_3 alkyl substituted with 1-2 R^{12a};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-3 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12a}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; and
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12b}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and
C_1-C_4 haloalkyl-S-;

R^{13}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl, or C_3-C_6 cycloalkyl;

R^{14a} is H, phenyl, benzyl, or C_1-C_4 alkyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_4 alkyl)-C(=O)-, and (C_1-C_4 alkyl)-$S(=O)_2$-;

R^{16}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, benzyl, phenethyl,
(C_1-C_4 alkyl)-C(=O)-, and (C_1-C_4 alkyl)-$S(=O)_2$-; and

alternatively, R^{15} and R^{16}, together with the nitrogen to which they are attached, may combine to form a 4-6 membered ring wherein said 4-6 membered ring optionally contains an additional heteroatom selected from O or NH, wherein said 4-6 membered ring is selected from imidazolidinyl, oxazolidinyl, thiazolidinyl, piperazinyl, morpholinyl, and thiomorpholinyl;

R^{18}, at each occurrence, is independently selected from
H, C_1-C_6 alkyl, phenyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{19}, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl;

R^{21} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl; and

R^{22} is methyl, ethyl, propyl, butyl, propenyl, butenyl, and propargyl.

9. **(CURRENTLY AMENDED)** A compound according to Claim 8 wherein:

Q is $-CH_2R^4$, $-O-R^4$, or $-CH_2-NH-R^4$;

R^4 is C_1-C_6 alkyl substituted with 0-3 R^{4a};
C_2-C_6 alkenyl substituted with 0-3 R^{4a};

C_2-C_6 alkynyl substituted with 0-3 R^{4a};

C_3-C_6 carbocycle substituted with 0-3 R^{4b};

phenyl substituted with 0-3 R^{4b}, or

5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from H, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, $C(=O)OR^{22}$, SR^{22}, OR^{14a}, OR^{22}, $NR^{21}R^{22}$, $S(=O)R^{22}$, $S(=O)_2R^{22}$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, C_1-C_4 haloalkyl-S-,
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
~~C_6-C_{10}~~-aryl substituted with 0-3 R^{4b}, and
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

R^5 is H;

C_1-C_6 alkyl substituted with 0-3 R^{5b};

C_2-C_6 alkenyl substituted with 0-3 R^{5b}; or

C_2-C_6 alkynyl substituted with 0-3 R^{5b};

R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, Cl, F, Br, I, =O;

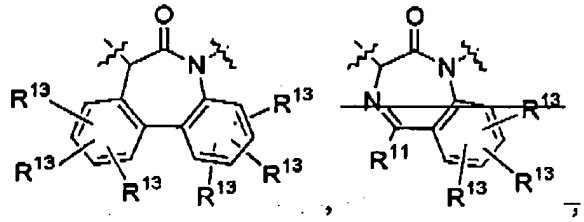
C_3-C_6 carbocycle substituted with 0-3 R^{5c};

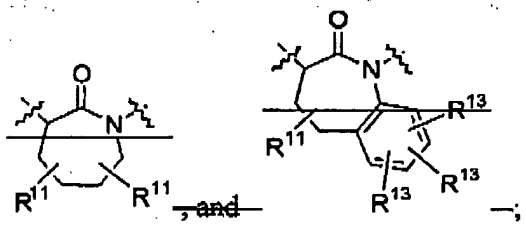
phenyl substituted with 0-3 R^{5c}; or

5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

Ring B is ~~selected from~~:





~~R11, at each occurrence, is independently selected from~~
~~H, =O, $NR^{18}R^{19}$, CF_3;~~
~~C_1-C_4 alkyl optionally substituted with 0-3 R^{11a};~~
~~phenyl substituted with 0-3 R^{11b};~~
~~C_3-C_6 carbocycle substituted with 0-3 R^{11b}; or~~
~~5- to 6-membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b}; and wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;~~

~~R^{11a}, at each occurrence, is independently selected from~~
~~H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, phenoxy, Cl, F, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};~~

~~R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_4 haloalkoxy;~~

W is a bond, $-CH_2-$, $-CH_2CH_2-$;

X is a bond;
phenyl substituted with 0-1 R^{Xb};
C_3-C_6 cycloalkyl substituted with 0-1 R^{Xb}; or
5 to 6 membered heterocycle substituted with 0-1 R^{Xb};

R^{Xb} is selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, methoxy, ethoxy, propoxy, and $-OCF_3$;

Y is a bond, $-C(=O)-$, $-O-$, $-S-$, $-S(=O)-$, $-S(=O)_2-$, $-NH-$, $-N(CH_3)-$, or $-N(CH_2CH_3)-$;

Z is C_1-C_2 alkyl substituted with 1-2 R^{12a};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-3 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12a}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; and
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12b}, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

R^{13}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_4 alkyl, or C_2-C_4 alkoxyalkyl;

R^{14a} is H, phenyl, benzyl, or C_1-C_4 alkyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, and benzyl;

R^{16}, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-$S(=O)_2$-, and ethyl-$S(=O)_2$-;

R^{18}, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl;

R^{19}, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, and butyl; and

R^{21} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl; and

R^{22} is methyl, ethyl, propyl, butyl, propenyl, butenyl, and propargyl.

10. (CURRENTLY AMENDED) A compound according to Claim 9 or a pharmaceutically acceptable salt ~~or prodrug~~ thereof wherein:

Q is $-CH_2R^4$, $-O-R^4$, or $-CH_2-NH-R^4$;

R^4 is C_1-C_6 alkyl substituted with 0-2 R^{4a},
C_2-C_6 alkenyl substituted with 0-2 R^{4a},
C_2-C_6 alkynyl substituted with 0-2 R^{4a}, or
C_3-C_6 cycloalkyl substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from is H, OH, F, Cl, Br, I, CN, $NR^{15}NR^{16}$, CF_3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, OCF_3;
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

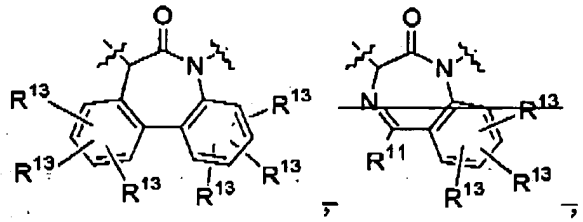
R^5 is H;
C_1-C_4 alkyl substituted with 0-1 R^{5b};
C_2-C_4 alkenyl substituted with 0-1 R^{5b}; or
C_2-C_4 alkynyl substituted with 0-1 R^{5b};

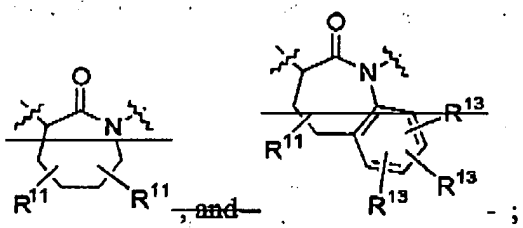
R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3;
C_3-C_6 carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; and
5 to 6 membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

Ring B is ~~selected from~~:





~~, and~~ ;

~~R^{11}, at each occurrence, is independently selected from~~

~~H, =O, $NR^{18}R^{19}$;~~

~~C_1-C_4 alkyl optionally substituted with 0-3 R^{11a};~~

~~phenyl substituted with 0-3 R^{11b};~~

~~C_3-C_6 carbocycle substituted with 0-3 R^{11b}; or~~

~~5- to 6-membered heterocycle containing 1 to 3 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b}, and wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;~~

~~R^{11a}, at each occurrence, is independently selected from~~

~~H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, phenoxy, Cl, F, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};~~

~~R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;~~

W is a bond or -CH_2-;

X is a bond;
phenyl substituted with 0-1 R^{Xb};
C_3-C_6 cycloalkyl substituted with 0-1 R^{Xb}; or
5 to 6 membered heterocycle substituted with 0-1 R^{Xb};

R^{Xb} is selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, methyl, ethyl, methoxy, ethoxy, and -OCF_3;

Y is a bond, -C(=O)-, -O-, -S-, -S(=O)-, -S(=O)$_2$-, -NH-, -N(CH_3)-, or -N(CH_2CH_3)-;

Z is C_1-C_2 alkyl substituted with 1-2 R^{12a};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-3 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12a}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; and
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b}; and wherein said 5 to 10 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, tetrazolyl, benzofuranyl, benzothiofuranyl, indolyl, benzimidazolyl, 1*H*-indazolyl, oxazolidinyl, isoxazolidinyl,

benzotriazolyl, benzisoxazolyl, oxindolyl, benzoxazolinyl, quinolinyl, and isoquinolinyl;

R^{12b}, at each occurrence, is independently selected from
H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, and $-OCF_3$;

R^{13}, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl; and

R^{16}, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, benzyl, and phenethyl;

R^{18}, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, and butyl.

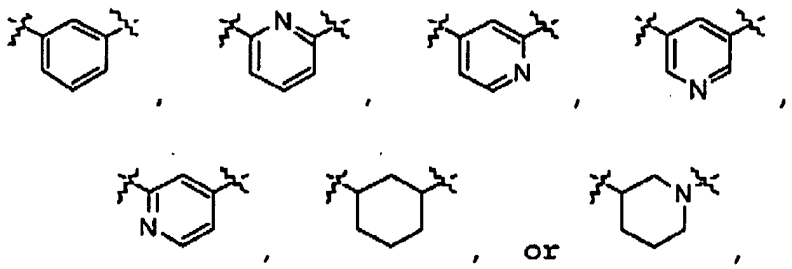
11. (CURRENTLY AMENDED) A compound, according to Claim 10, wherein:

R^5 is $-CH_3$, $-CH_2CH_3$, $-CH_2CH_2CH_3$, $-CH_2CH(CH_3)_2$, $-CH_2CH_2CH_2CH_3$,
$-CH_2CH_2CH_2CH_2CH_3$, $-CH_2CH_2CH(CH_3)_2$,$-CH_2CH_2CH_2CH_2CH_2CH_3$,
$-CH_2CH_2CH_2CH(CH_3)_2$, $-CH_2CH_2CH_2CH_2CH(CH_3)_2$, $-CH_2NH_2$,
$-CH_2N(CH_3)_2$, $-CH_2N(CH_2CH_3)_2$, $-CH_2CH_2NH_2$, $-CH_2CH_2N(CH_3)_2$,
$-CH_2CH_2N(CH_2CH_3)_2$, $-CH_2$-cyclopropyl, $-CH_2$-cyclobutyl,
$-CH_2$-cyclopentyl, $-CH_2$-cyclohexyl,
$-CH_2CH_2$-cyclopropyl, $-CH_2CH_2$-cyclobutyl,
$-CH_2CH_2$-cyclopentyl, or $-CH_2CH_2$-cyclohexyl;

Q is -CH_3, -CH_2CH_3, -$CH_2CH_2CH_3$, -$CH_2CH(CH_3)_2$, -$CH_2CH_2CH_2CH_3$, -$CH_2CH_2CH_2CH_2CH_3$, -$CH_2CH_2CH_2CH(CH_3)_2$, -$CH_2CH_2CH(CH_3)_2$, -$CH_2CH_2CH_2CH_2CH_2CH_2CH_3$, -$CH_2CH_2CH_2CH_2CH(CH_3)_2$, -$CH_2$-cyclopropyl, -$CH_2$-cyclobutyl, -$CH_2$-cyclopentyl, -$CH_2$-cyclohexyl, -$CH_2CH_2$-cyclopropyl, -$CH_2CH_2$-cyclobutyl, -$CH_2CH_2$-cyclopentyl, -$CH_2CH_2$-cyclohexyl, -$OCH_3$, -$OCH_2CH_3$, -$OCH_2CH_2CH_3$, -$OCH(CH_3)_2$, -$OCH_2CH_2CH_2CH_3$, -$OCH_2CH(CH_3)_2$, -$OCH_2CH_2CH(CH_3)_2$, -$OCH_2CH_2CH_2CH_2CH_3$, -$OCH_2CH_2CH_2CH_2CH_2CH_3$, -$OCH_2CH_2CH_2CH(CH_3)_2$, -$OCH_2CH_2CH_2CH_2CH(CH_3)_2$, -$OCH_2$-cyclopropyl, -$OCH_2$-cyclobutyl, -$OCH_2$-cyclopentyl, -$OCH_2$-cyclohexyl, -$OCH_2CH_2$-cyclopropyl, -$OCH_2CH_2$-cyclobutyl, -$OCH_2CH_2$-cyclopentyl,-$OCH_2CH_2$-cyclohexyl, -$CH_2OCH_2CH_3$, -$CH_2OCH_2CH_2CH_3$, -$CH_2$-$OCH(CH_3)_2$, -$CH_2OCH_2CH_2CH_2CH_3$, -$CH_2OCH_2CH(CH_3)_2$, -$CH_2OCH_2CH_2CH_2CH_2CH_3$, -$CH_2OCH_2CH_2CH(CH_3)_2$, -$CH_2OCH_2CH_2CH_2CH(CH_3)_2$, -$CH_2O$-cyclopropyl, -$CH_2O$-cyclobutyl, -$CH_2O$-cyclopentyl, -$CH_2O$-cyclohexyl, -$CH_2OCH_2$-cyclopropyl, -$CH_2OCH_2$-cyclobutyl, -$CH_2OCH_2$-cyclopentyl, -$CH_2OCH_2$-cyclohexyl; -$CH_2(NH)CH_3$, -$CH_2(NH)CH_2CH_3$, -$CH_2(NH)CH_2CH_2CH_3$, -$CH_2$-$(NH)CH(CH_3)_2$, -$CH_2(NH)CH_2CH_2CH_2CH_3$, -$CH_2(NH)CH_2CH(CH_3)_2$, -$CH_2(NH)CH_2CH_2CH_2CH_2CH_3$, -$CH_2(NH)CH_2CH_2CH(CH_3)_2$, -$CH_2(NH)CH_2CH_2CH_2CH(CH_3)_2$, -$CH_2(NH)$-cyclopropyl, -$CH_2(NH)$-cyclobutyl, -$CH_2(NH)$-cyclopentyl, -$CH_2(NH)$-cyclohexyl, -$CH_2(NH)CH_2$-cyclopropyl, -$CH_2(NH)CH_2$-cyclobutyl, -$CH_2(NH)CH_2$-cyclopentyl, or -$CH_2(NH)CH_2$-cyclohexyl;

W is a bond or -CH_2-;

X is a bond;



Y is a bond, -C(=O)-, -O-, -S-, -S(=O)-, -S(=O)$_2$-, -NH-, or -N(CH_3)-,

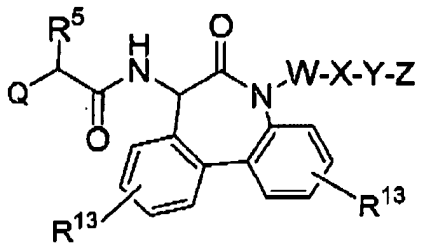
Z is phenyl, 2-F-phenyl, 3-F-phenyl, 4-F-phenyl, 2-Cl-phenyl, 3-Cl-phenyl, 4-Cl-phenyl, 2,3-diF-phenyl,
2,4-diF-phenyl, 2,5-diF-phenyl, 2,6-diF-phenyl,
3,4-diF-phenyl, 3,5-diF-phenyl, 2,3-diCl-phenyl,
2,4-diCl-phenyl, 2,5-diCl-phenyl, 2,6-diCl-phenyl,
3,4-diCl-phenyl, 3,5-diCl-phenyl, 3-F-4-Cl-phenyl,
3-F-5-Cl-phenyl, 3-Cl-4-F-phenyl, 2-MeO-phenyl,
3-MeO-phenyl, 4-MeO-phenyl, 2-Me-phenyl, 3-Me-phenyl,
4-Me-phenyl, 2-MeS-phenyl, 3-MeS-phenyl, 4-MeS-phenyl, 2-CF_3O-phenyl, 3-CF_3O-phenyl, 4-CF_3O-phenyl, furanyl, thienyl, pyridyl, 2-Me-pyridyl, 3-Me-pyridyl,
4-Me-pyridyl, 1-imidazolyl, oxazolyl, isoxazolyl,
1-benzimidazolyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, morpholino, N-piperinyl,
phenyl-CH_2-, (2-F-phenyl)CH_2-, (3-F-phenyl)CH_2-,
(4-F-phenyl)CH_2-, (2-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2, (4-Cl-phenyl)CH_2-, (2,3-diF-phenyl)CH_2-,
(2,4-diF-phenyl)CH_2-, (2,5-diF-phenyl)CH_2-,
(2,6-diF-phenyl)CH_2-, (3,4-diF-phenyl)CH_2-,
(3,5-diF-phenyl)CH_2-, (2,3-diCl-phenyl)CH_2-,
(2,4-diCl-phenyl)CH_2-, (2,5-diCl-phenyl)CH_2-,
(2,6-diCl-phenyl)CH_2-, (3,4-diCl-phenyl)CH_2-,
(3,5-diCl-phenyl)CH_2-, (3-F-4-Cl-phenyl)CH_2-,
(3-F-5-Cl-phenyl)CH_2-, (3-Cl-4-F-phenyl)CH_2-,
(2-MeO-phenyl)CH_2-, (3-MeO-phenyl)CH_2-,
(4-MeO-phenyl)CH_2-, (2-Me-phenyl)CH_2-,

(3-Me-phenyl)CH_2-, (4-Me-phenyl)CH_2-,
(2-MeS-phenyl)CH_2-, (3-MeS-phenyl)CH_2-,
4-MeS-phenyl)CH_2-, (2-CF_3O-phenyl)CH_2-,
(3-CF_3O-phenyl)CH_2-, (4-CF_3O-phenyl)CH_2-,
(furanyl)CH_2-,(thienyl)CH_2-, (pyridyl)CH_2-,
(2-Me-pyridyl)CH_2-, (3-Me-pyridyl)CH_2-,
(4-Me-pyridyl)CH_2-, (1-imidazolyl)CH_2-,
(oxazolyl)CH_2-, (isoxazolyl)CH_2-,
(1-benzimidazolyl)CH_2-, (cyclopropyl)CH_2-, (cyclobutyl)CH_2-, (cyclopentyl)CH_2-,
(cyclohexyl)CH_2-, (morpholino)CH_2-,
(N-pipridinyl)CH_2-, or (phenyl)$_2$CH-;

~~R^{11}, at each occurrence, is independently selected from~~
~~H, =O, methyl, ethyl, phenyl, benzyl, phenethyl,~~
~~4-F-phenyl, (4-F-phenyl)CH_2-, (4-F-phenyl)CH_2CH_2-,~~
~~3-F-phenyl, (3-F-phenyl)CH_2-, (3-F-phenyl)CH_2CH_2-,~~
~~2-F-phenyl, (2-F-phenyl)CH_2-, (2-F-phenyl)CH_2CH_2-,~~
~~4-Cl-phenyl, (4-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2CH_2-,~~
~~3-Cl-phenyl, (3-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2CH_2-,~~
~~4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-,~~
~~3-CH_3-phenyl, (3-CH_3-phenyl)CH_2-, (3-CH_3-phenyl)CH_2CH_2-,~~
~~4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, (4-CF_3-phenyl)CH_2CH_2-,~~
~~pyrid-2-yl, 4-F-pyrid-2-yl, 4-Cl-pyrid-2-yl,~~
~~4-CH_3-pyrid-2-yl, 4-CF_3-pyrid-2-yl, pyrid-3-yl,~~
~~4-F-pyrid-3-yl, 4-Cl-pyrid-3-yl, 4-CH_3-pyrid-3-yl,~~
~~4-CF_3-pyrid-3-yl, or pyrid-4-yl;~~ and

R^{13}, at each occurrence, is independently selected from
H, F, Cl, OH, -CH_3, -CH_2CH_3, -OCH_3, or -CF_3.

12. (CURRENTLY AMENDED) A compound according to Claim 2 ~~one of Claims 4-11~~ of Formula (Ic):



(Ic)

or a stereoisomer, pharmaceutically acceptable salt ~~or prodrug~~ thereof.

13.–16. (CANCELLED)

17. **(CURRENTLY AMENDED)** A compound according to Claim 1, or a pharmaceutically acceptable salt ~~or prodrug~~ thereof comprising:

(7S)-[(2S)-1-oxo-2-pentyloxy-4-methylpentyl]amino-5-methyl-5H,7H-dibenzo[b,d]azepin-6-one.

18. **(ORIGINAL)** A pharmaceutical composition comprising a compound of Claim 1 and a pharmaceutically acceptable carrier.

19.-20 **(CANCELLED)**

21. (NEW) A pharmaceutical composition comprising a compound of Claim 2 and a pharmaceutically acceptable carrier.

22. (NEW) A pharmaceutical composition comprising a compound of Claim 3 and a pharmaceutically acceptable carrier.

23, (NEW) A pharmaceutical composition comprising a compound of Claim 4 and a pharmaceutically acceptable carrier.

24. (NEW) A pharmaceutical composition comprising a compound of Claim 5 and a pharmaceutically acceptable carrier.

25. (NEW) A pharmaceutical composition comprising a compound of Claim 6 and a pharmaceutically acceptable carrier.

26. (NEW) A pharmaceutical composition comprising a compound of Claim 7 and a pharmaceutically acceptable carrier.

27. (NEW) A pharmaceutical composition comprising a compound of Claim 8 and a pharmaceutically acceptable carrier.

28. (NEW) A pharmaceutical composition comprising a compound of Claim 9 and a pharmaceutically acceptable carrier.

29. (NEW) A pharmaceutical composition comprising a compound of Claim 10 and a pharmaceutically acceptable carrier.

30. (NEW) A pharmaceutical composition comprising a compound of Claim 11 and a pharmaceutically acceptable carrier.

31. (NEW) A pharmaceutical composition comprising a compound of Claim 12 and a pharmaceutically acceptable carrier.

32. (NEW) A pharmaceutical composition comprising a compound of Claim 17 and a pharmaceutically acceptable carrier.

33. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1.

34. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 2.

35. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 3.

36. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 4.

37. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 5.

38. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 6.

39. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 7.

40. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 8.

41. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 9.

42. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 10.

43. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 11.

44. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 12.

45. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 17.